

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE MERRILL LYNCH & CO., INC.  
SECURITIES, DERIVATIVE AND ERISA  
LITIGATION.

Master File No.:  
07-CV-9633 (LBS)(DFE)

CLASS ACTION

This Document Relates To:  
ERISA ACTION

Case No.:  
07-CV-10268 (LBS)(DFE)

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STIPULATION AND ~~PROPOSED~~ SCHEDULING ORDER

WHEREAS on May 21, 2008, the ERISA Plaintiffs filed their Consolidated Amended Complaint;

WHEREAS pursuant to an endorsed memo dated July 16, 2008, the Defendants filed a motion to dismiss on July 21, 2008, and the ERISA Plaintiffs were to file an opposition brief on September 19, 2008;

WHEREAS the ERISA Plaintiffs wish to supplement their Consolidated Amended Complaint as set forth in the attached proposed supplemental consolidated amended complaint (the "Supplemental Complaint") pursuant to Rule 15(d) of the Federal Rules of Civil Procedure;

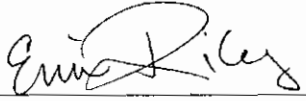
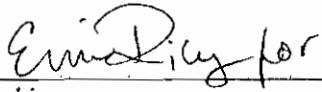
WHEREAS the Defendants have consented to the filing of the Supplemental Complaint without waiving any arguments or defenses; and

WHEREAS the undersigned parties have agreed to a revised schedule for briefing the Defendants' motion to dismiss, so that the briefing submitted with respect to the motion addresses the Supplemental Complaint.

THEREFORE the undersigned parties hereby STIPULATE AND AGREE as follows:

1. By no later than two business days after entry of this Order, the ERISA Plaintiffs shall file the Supplemental Complaint;
2. By no later than September 26, 2008, Defendants shall file a motion to dismiss the Supplemental Complaint ("Defendants' Motion"). The memorandum of law in support of Defendants' Motion shall be no more than sixty (60) pages;
3. Defendants' Motion and supporting memorandum of law will supersede Defendants' motion to dismiss and supporting papers filed on July 21, 2008;
4. By no later than October 6, 2008, the ERISA Plaintiffs shall file their memorandum of law in opposition to Defendants' Motion. Plaintiffs' Memorandum of Law shall be no more than sixty (60) pages; and
5. By no later than November 19, 2008, Defendants shall file their reply memorandum of law in support of Defendants' Motion. Defendants' reply memorandum of law shall be no more than thirty-five (35) pages.

Dated: September 18, 2008.

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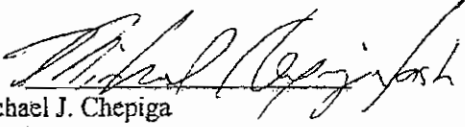
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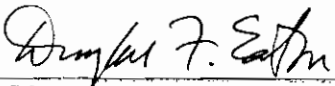
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SO ORDERED: New York, NY  
September 19, 2008

  
~~U.S.D.J.~~ U.S.M.J. NOTE: I have seen the 158-page Consolidated Amended Complaint, but I choose to omit it from this copy of the 4-page Stipulation that I am signing today at 4:45 PM.